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ELIAS C. ALVORD (1942)
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RECORDATION NO. 17039-4 FILED

OCT 23 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

October 23, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination (UPRR 1990-1), dated as of October 22, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement and related documents previously filed with the Commission under Recordation Number 17039.

The names and addresses of the parties to the enclosed document are:

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Lessor: U. S. Bank National Association,
(as successor to Meridian Trust Company)
225 Franklin Street
Boston, MA 02101

Anne K. Quinlan, Esq.
October 23, 2009
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A description of the railroad equipment covered by the enclosed document is:

105 railcars RELEASED within the series CHTT 500200 - CHTT 500691 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Partial Lease Termination (UPRR 1990-1).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

EXECUTION VERSION

RECORDATION NO. 17039- FILED

OCT 23 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

(UPRR 1990-1)

PARTIAL LEASE TERMINATION

Dated as of October 22, 2009

between

**UNION PACIFIC RAILROAD COMPANY,
as Lessee**

and

**U.S. BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner Trustee,
as Lessor**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON **SCHEDULE B** ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT, AND ONLY THE EQUIPMENT, DESCRIBED ON **SCHEDULE A** ATTACHED HERETO.

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of October 22, 2009, between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to Meridian Trust Company), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") under the Trust Agreement.

WITNESSETH

WHEREAS, the Lessee and the Owner Trustee have heretofore entered into a Lease Agreement dated as of September 1, 1990 (as supplemented and amended from time-to-time, the "Lease", capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, Section 4(b) of the Lease provides for the redelivery at the end of the Basic Term of the Hopper Cars, and

WHEREAS, the Lessee provided notice to Lessor dated December 16, 2008, that it has elected to return the Hopper Cars at the end of the Basic Term;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and the Lessee hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated and canceled in accordance with its terms with respect to the Hopper Cars referenced in Schedule A attached hereto (the "Terminated Cars"); provided that nothing contained herein shall affect those provisions of the Lease or the Participation Agreement which are expressly stated to survive such termination.

2. The Lessor will give the Lessee no less than two (2) days prior notice of the closing date for the sale of the Terminated Cars (the "Delivery Date"). The Lessee hereby agrees that no later than seven (7) days after the Delivery Date, the Lessee will deliver the Terminated Cars to the Lessee's Interchange Point in Chicago, Illinois at The Belt Railway Company (the "Transfer Location") and that the Lessee will be responsible for all costs associated with such move (including any storage costs) prior to tender of the Terminated Cars for delivery at the Transfer Location. The Lessee will give the Lessor no less than two (2) days prior notice of the delivery date for the Terminated Cars at the Transfer Location.

3. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

4. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: Steven A. Oiness
Name: Steven A. Oiness
Title: Assistant Treasurer

U S BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee,
as Lessor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

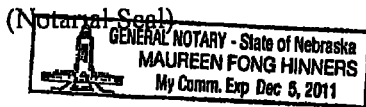
By: _____
Name:
Title: Assistant Treasurer

U.S. BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee,
as Lessor

By: Annette Morgan
Name: Annette E. Morgan
Title: Assistant Vice President

State of Nebraska)
)
County of Douglas) ss

On this 22nd day of October, 2009, before me, a notary public, personally appeared Steven A. Oiness, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation



Maureen Fong Hinners
Maureen Fong Hinners, Notary Public

My Commission Expires Dec 5, 2011

State of _____)
)
County of _____) ss

On this _ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of U.S. BANK, NATIONAL ASSOCIATION (SUCCESSOR TO MERIDIAN TRUST COMPANY, N.A.) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires _____

State of Nebraska)
) ss
County of Douglas)

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

_____, Notary Public

My Commission Expires: _____

State of Delaware)
) ss
County of New Castle)

On this 22nd day of October, 2009, before me, a notary public, personally appeared Annette Morgan, to me personally known, who being by me duly sworn says that (s)he is the Asst Vice President of U.S. BANK, NATIONAL ASSOCIATION (SUCCESSOR TO MERIDIAN TRUST COMPANY, N.A.) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

JOANNE L. WRIGHT
NOTARY PUBLIC

DELAWARE
MY COMMISSION EXPIRES NOV. 14, 2011

Schedule A

EQUIPMENT TO BE RELEASED

Description: Rotary dump hopper cars

Total Quantity of Units to be Released: 105

Mark: CHTT

Sydney, NE			
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1	500200	31	500506
2	500224	32	500529
3	500239	33	500530
4	500249	34	500560
5	500250	35	500562
6	500251	36	500564
7	500254	37	500569
8	500267	38	500589
9	500272	39	500607
10	500273	40	500609
11	500274	41	500636
12	500287	42	500687
13	500291	43	500691
14	500296	44	500624
15	500311	45	500500
16	500321	46	500570
17	500353	47	500618
18	500357	48	500645
19	500373	49	500233
20	500381	50	500240
21	500400	51	500601
22	500401	52	500277
23	500403	53	500263
24	500407	54	500356
25	500415	55	500319
26	500419	56	500443
27	500428		
28	500434		
29	500475		
30	500477		

Rock Springs, WY			
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57	500204	87	500482
58	500215	88	500487
59	500221	89	500492
60	500225	90	500501
61	500226	91	500536
62	500245	92	500555
63	500247	93	500577
64	500269	94	500579
65	500288	95	500586
66	500292	96	500598
67	500300	97	500603
68	500334	98	500604
69	500341	99	500616
70	500344	100	500637
71	500350	101	500651
72	500359	102	500658
73	500364	103	500662
74	500366	104	500668
75	500374	105	500681
76	500375		
77	500377		
78	500392		
79	500394		
80	500398		
81	500408		
82	500410		
83	500440		
84	500471		
85	500474		
86	500476		

Schedule B
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ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	17039
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-A
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-B
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	17039-C
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

Schedule B

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ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	9752
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9753
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9754
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	9751
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

10/23/09



Robert W. Alvord